

Exhibit 5

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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In Re: Case No:

RESIDENTIAL CAPITAL, LLC, et. al, 12-12020 (MG)

Debtors.

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VIDEOTAPE DEPOSITION OF JAMES WHITLINGER

New York, New York

November 15, 2012

9:39 a.m.

Reported by:

ERICA L. RUGGIERI, RPR

JOB NO: 27649

1 JAMES WHITLINGER

2 Q. But you don't have a specific
3 recollection of discussing the board's
4 fiduciary duties during the half an hour
5 or so that the board discussed the
6 settlement agreement on May 9th?

7 A. Yeah, I -- I don't recall
8 specific to that.

9 Q. And on May 9th as a board member
10 when you were considering the settlement,
11 in your own words what was your
12 understanding of your fiduciary duty as a
13 ResCap board member in deciding whether to
14 approve the settlement agreement?

15 A. Generally speaking, you know, as
16 a director we have a duty of care and duty
17 of loyalty to ResCap and all its
18 affiliates or subsidiaries. And we needed
19 to consider all creditors when making any
20 decision that we would make at all, you
21 know, that that's part of that -- that
22 process. So.

23 Q. So you understood on May 9th
24 that you had a fiduciary duty of care and
25 loyalty -- loyalty to ResCap and all of

1 JAMES WHITLINGER

2 its creditors during that meeting?

3 A. Yes. And to ResCap's
4 subsidiaries.

5 Q. Just to be clear, your answer to
6 the question was "Yes. And to ResCap's
7 subsidiaries"?

8 A. Yes.

9 Q. And did that fiduciary duty
10 extend to the creditors of not just ResCap
11 but also ResCap's subsidiaries?

12 A. Yes.

13 Q. If a conflict arose during the
14 May 9th board meeting between the best
15 interests of ResCap's different
16 subsidiaries or the different creditors of
17 those different subsidiaries, what was
18 your understanding of how the board was
19 supposed to resolve that conflict?

20 MR. RAINS: I object to the
21 question on the grounds that it's a
22 hypothetical and it assumes facts not
23 in evidence and so it will cause you
24 to speculate.

25 If you can answer the question,